

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,) Case No. 01-01139 (JKF)
) Jointly Administered
Debtors.)
) Objections due:
) Hearing date:

**FINAL FEE APPLICATION OF GOODWIN PROCTER LLP, COUNSEL TO STATE
STREET BANK AND TRUST COMPANY AS INVESTMENT
MANAGER AND FIDUCIARY OF THE GRACE STOCK WITHIN
THE GRACE SAVINGS & INVESTMENT PLAN**

Name of Applicant:	GOODWIN PROCTER LLP
Authorized to Provide Professional Services to:	State Street Bank and Trust Company ("State Street"), Investment Manager and Fiduciary of the Grace Stock within the Grace Savings & Investment Plan
Date of Retention:	State Street was engaged by order of the Court dated December 12, 2003.
Period for which compensation is sought:	May 1, 2003 through February 28, 2005
Amount of fees and expenses sought as actual, reasonable and necessary:	\$264,191.66
This is a(n): application	<u> </u> quarterly <u> </u> interim <u> x </u> final

Prior Applications filed:

	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
First Interim	5/1/03-12/31/04	\$125,000.00	\$10,546.65	\$125,000	\$10,546.65
Second Monthly	1/1/04-1/31/04	\$25,000.00	\$1,849.48	\$25,000	\$1,849.48
Third Monthly	2/1/04-2/29/04	\$20,662.50	\$1,081.70	\$20,662.50	\$1,081.70
Fourth Monthly	3/1/04-3/31/04	\$12,843.00	\$432.43	\$12,843.00	\$432.43
First Quarterly	1/1/04-3/31/04	\$58,505.50	\$3,363.61	\$58,505.50	\$3,363.61
Fifth Monthly	4/1/04-4/30/04	\$25,000.00	\$521.28	\$25,000	\$521.28
Sixth Monthly	5/1/04 – 6/30/04	\$13,754.00	\$210.87	\$13,754	\$210.87
Second Quarterly	4/1/04 – 5/30/04	\$38,754.00	\$732.14	\$38,754.00	\$732.15
Seventh Monthly	7/1/04-7/31/04	\$2,517.00	\$65.95	\$2,517.00	\$65.95
Eighth Monthly	8/1/04 – 9/30/04	\$20,159.00	\$111.35	\$20,159.00	\$111.35
Third Quarterly	7/1/04 – 9/30/04	\$22,676.00	\$179.30	\$22,676.00	\$177.30
Ninth Monthly	10/1/04 - 10/31/04	\$2,062.50	\$36.20	\$2,062.50	\$36.20
Tenth Monthly	11/1/04 – 11/30/04	\$880.00	\$14.50	\$880.00	\$88.00
Eleventh Monthly	2/1/05 – 2/28/05	\$1,422.00	\$19.26	\$1,422.00	\$19.26
Fourth Quarterly	10/1/04 – 2/28/05	\$4,364.50	\$69.96	\$4,364.50	\$69.96
Total of First Interim and Quarterlies		\$249,300.00	\$14,891.66	\$249,300.00	\$14,891.66

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COUNSEL TO STATE STREET BANK AND TRUST COMPANY AS
INVESTMENT
MANAGER AND FIDUCIARY OF THE GRACE STOCK WITHIN
THE GRACE SAVINGS & INVESTMENT PLAN**

Pursuant to §§ 330 and 331 of Title 11 of the United State Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and the Court’s Amended Administrative Order Under 11 U.S.C. §§105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Official Committee Members entered by this Court on April 17, 2002 (Docket No. 1949) (the “Administrative Order”), Goodwin Procter LLP (“Goodwin Procter”), counsel to State Street Bank and Trust Company (“State Street”), hereby submits this Final Fee Application of Goodwin Procter LLP, Counsel to State Street Bank and Trust Company as Investment Manager and Fiduciary of the Grace Stock Within the Grace Savings & Investment Plan for the Period from May 1, 2003 through February 28, 2005 (the “Final Fee Application”). By this Final Fee Application, Goodwin Procter seeks final allowance of compensation in the amount of \$249,300.00 and reimbursement of actual and necessary expenses in the amount of \$14,891.66 for a total of \$264,191.66,

or 100% of all compensation and reimbursement requested for the period May 1, 2003 through February 28, 2005 (the “Engagement Period”). In support of this Final Fee Application, Goodwin Procter respectfully states as follows:

Background

1. On April 2, 2001, each of the Debtors (collectively, the “Debtors”) filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. Pursuant to §§ 1107 and 1108 of the Bankruptcy Code, the Debtors are continuing to operate their businesses and manage their properties and assets as debtors-in-possession.
2. On August 18, 2003, the Debtors filed their application seeking entry of an order under §§ 105 and 363(b) of the Bankruptcy Code authorizing the Debtors and the Investment and Benefits Committee of W.R. Grace to retain State Street, approving the terms of engagement agreement between W.R. Grace and State Street (the “Retention Order”).

3. The Court entered the Retention Order on December 12, 2003. The Retention Order provides, among other things, the professionals utilized by State Street in its engagement shall apply to the Court for payment of their fees and reimbursement of their expenses. It is pursuant to the Retention Order and in accordance with the Administrative Order that Goodwin Procter files this Final Fee Application.

Fee Applications Covered Herein

4. Prior to the filing of this Final Fee Application, Goodwin Procter filed eleven monthly fee applications and four quarterly fee applications for the Engagement Period (the “Interim Fee Applications”). The first monthly application was an agreed fixed fee plus expenses. Thereafter, each quarterly fee application was in the cumulative

amount of the monthly fee applications during the quarter. The total fees and expenses due, then, were the aggregate of the first monthly fee application plus the four quarterly fee applications.

5. The following chart lists each of the Interim Fee Applications, setting forth the periods covered, the amount of fees and expenses requested and the amount of fees and expenses allowed. No objections were received with respect to any of the Quarterly Fee Applications. All applications were allowed in full and Goodwin Procter received payment in full of \$249,300 in fees and \$14,891.66 in expenses.

	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
First Interim	5/1/03-12/31/04	\$125,000.00	\$10,546.65	\$125,000	\$10,546.65
Second Monthly	1/1/04-1/31/04	\$25,000.00	\$1,849.48	\$25,000	\$1,849.48
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Eleventh	2/1/05 –	\$1,422.00	\$19.26	\$1,422.00	\$19.26

Monthly	2/28/05				
Fourth Quarterly	10/1/04 – 2/28/05	\$4,364.50	\$69.96	\$4,364.50	\$69.96
Total of First Interim and Quarterlies		\$249,300.00	\$14,891.66	\$249,300.00	\$14,891.66

Relief Requested

6. By this Final Fee Application, Goodwin Procter requests that the Court make a final award of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by Goodwin Procter from May 1, 2003 through February 28, 2005. The full scope of the services provided and the related expenses incurred are fully described in monthly fee applications for the months encompassed in this Final Fee Application that have already been filed with the Court.

7. All of the services for which compensation is sought were rendered by Goodwin Procter to State Street solely in connection with this case and in furtherance of the duties and responsibilities of State Street and not on behalf of any creditor or other person.

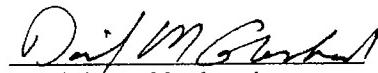
8. No agreement exists between Goodwin Procter and any other person or entity (other than a member of Goodwin Procter) to share any compensation in connection with Goodwin Procter's services on behalf of State Street.

9. The compensation sought herein is based on Goodwin Procter's customary rates, which are in line with the customary rates charged by comparably skilled practitioners in similar cases.

WHEREFORE, Goodwin Procter respectfully requests that the Court enter an order, substantially in the form attached hereto, providing that, for the period May 1, 2003 through February 28, 2005, a final allowance be made to Goodwin Procter in the sum of \$249,300 as compensation for reasonable and necessary professional services rendered to State Street and in the sum of \$14,891.66 for reimbursement of actual and necessary costs and expenses incurred, for a total of \$264,191.66; and for such other and further relief as this Court deems proper.

Dated: May 7, 2014

Respectfully submitted,



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